

The Honorable Ricardo S. Martinez

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

ERNEST BASKIN, Individually and On Behalf  
of All Others Similarly Situated,

NO. 2:18-cv-00281-RSM

Plaintiff,

V.

FUNKO, INC.; BRIAN MARIOTTI;  
RUSSELL NICKEL; KEN BROTMAN; GINO  
DELLOMO; CHARLES DENSON; DIANE  
IRVINE; ADAM KRIGER; RICHARD  
MCNALLY; GOLDMAN, SACHS & CO.; J.P.  
MORGAN SECURITIES LLC; MERRILL  
LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED; PIPER JAFFRAY & CO.;  
JEFFERIES LLC; STIFEL, NICOLAUS &  
COMPANY, INCORPORATED; BMO  
CAPITAL MARKETS CORP.; and  
SUNTRUST ROBINSON HUMPHREY, INC..

**STIPULATION AND ORDER  
EXTENDING TIME TO ANSWER,  
MOVE, OR OTHERWISE RESPOND  
PENDING REMAND PROCEEDINGS**

## Defendants.

Plaintiff Ernest Baskin (“Plaintiff”) and Defendants, by and through their undersigned counsel of record, hereby stipulate and agree as follows:

1. On January 30, 2018, Plaintiff filed the complaint in this putative class action (the “Complaint”) in the Superior Court of Washington in and for King County against Funko, Inc., Brian Mariotti, Russell Nickel, Ken Brotman, Gino Dellomo, Charles Denson, Diane

STIPULATION AND ORDER EXTENDING TIME TO  
ANSWER, MOVE, OR OTHERWISE RESPOND PENDING  
REMAND PROCEEDINGS - 1  
(No. 2:18-cv-00281-RSM)

**SAVITT BRUCE & WILLEY LLP**  
1425 Fourth Avenue Suite 800  
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1 Irvine, Adam Kriger, and Richard McNally (collectively, the “Funko Defendants”); Goldman,  
2 Sachs & Co., now known as Goldman Sachs & Co. LLC; J.P. Morgan Securities LLC; Merrill  
3 Lynch, Pierce, Fenner & Smith Incorporated; Piper Jaffray & Co.; Jefferies LLC; Stifel,  
4 Nicolaus & Company, Incorporated; BMO Capital Markets Corp.; and SunTrust Robinson  
5 Humphrey, Inc. (collectively, the “Underwriter Defendants,” and together with the Funko  
6 Defendants, the “Defendants”).

7       2. The Complaint alleges violations of Sections 11, 12, and 15 of the federal  
8 Securities Act of 1933, 15 U.S.C. § 77a, *et seq.*

9       3. On February 23, 2018, the Funko Defendants removed this action to this Court,  
10 along with two additional cases arising out of the same allegations and asserting substantially  
11 the same causes of action as this case. *See The Ronald and Maxine Linde Foundation v. Funko,*  
12 *Inc., et al.*, 2:18-cv-00282-RSM; *Surratt v. Funko, Inc., et al.*, 2:18-cv-00283-RSM.

13       4. Although the Funko Defendants identified all three removed actions as “related  
14 to” *Lowinger v. Funko, Inc., et al.*, 2:18-cv-00201-RSM, which the Funko Defendants removed  
15 to this Court on February 7, 2018, the cases were assigned to different judges.

16       5. On February 28, 2018, this action was reassigned to Judge Ricardo S. Martinez,  
17 as related to *Lowinger v. Funko, Inc., et al.*, 2:18-cv-00201-RSM.

18       6. The Funko Defendants intend to seek consolidation of the four *Funko* cases.

19       7. Pursuant to the Federal Rules of Civil Procedure, the Funko Defendants must  
20 answer, move, or otherwise respond to the Complaint in this action on or before March 2, 2018.

21       8. Plaintiff intends to file a motion to remand this action to the Superior Court of  
22 Washington in and for King County.

23       9. The plaintiff in *Lowinger* filed a motion to remand proceedings to the Superior  
24 Court of Washington in and for King County on February 27, 2018.

25       10. The Funko Defendants filed a motion to stay proceedings in *Lowinger* on  
26 February 27, 2018 and intend to file motions to stay proceedings in the remaining three *Funko*  
27 cases pending a decision by the United States Supreme Court in *Cyan, Inc. v. Beaver County*

STIPULATION AND ORDER EXTENDING TIME TO  
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REMAND PROCEEDINGS - 2  
(No. 2:18-cv-00281-RSM)

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*Employees Retirement Fund*, No. 15-1439 (argued Nov. 28, 2017), on the certified question of “[w]hether state courts lack subject-matter jurisdiction over ‘covered class actions,’ 15 U.S.C. § 77v(a), that allege only claims under the Securities Act of 1933.”

11. There have been no prior extensions of time for Defendants to answer, move or otherwise respond to the Complaint in this Court.

12. The undersigned counsel hereby accepts service of the Summons and Complaint on behalf of the Funko Defendants and is authorized to accept, and hereby does accept service of the Summons and Complaint on behalf of the Underwriter Defendants, without prejudice and without waiver of any defenses, objections, or arguments in this matter or any other matter, including without limitation any arguments regarding personal jurisdiction or venue, except as to sufficiency of service of process of the Summons and Complaint.

13. Subject to this Court's approval, the Defendants' time within which to answer, move, or otherwise respond to the Complaint is extended pending the Court's resolution of any motion to remand that Plaintiff may file, except as otherwise ordered by the Court.

14. Except as otherwise ordered by the Court, after a decision is issued on any motion to remand that Plaintiff may file, the undersigned parties will confer regarding a schedule for answering, moving, or otherwise responding to the Complaint, taking into account the Private Securities Litigation Reform Act's procedural requirements regarding the appointment of lead plaintiff and lead counsel in private class actions arising under the federal securities laws (as applicable).

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STIPULATION AND ORDER EXTENDING TIME TO  
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REMAND PROCEEDINGS - 3  
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1 SO STIPULATED AND AGREED this 2<sup>nd</sup> day of March 2018.

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43 Jefferies LLC; Stifel, Nicolaus & Company,  
44 Incorporated; BMO Capital Markets Corp.; and  
45 SunTrust Robinson Humphrey, Inc.*

## I. ORDER

In accordance with the foregoing stipulation, it is so **ORDERED**.

DATED: March 5, 2018.

  
RICARDO S. MARTINEZ  
CHIEF UNITED STATES DISTRICT JUDGE

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REMAND PROCEEDINGS - 5  
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